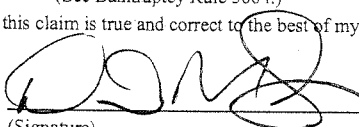


Exhibit B

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK			PROOF OF CLAIM
Name of Debtor and Case Number: Residential Funding Company, LLC, Case No. 12-12019			
NOTE: This form should not be used to make a claim for an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) arising after the commencement of the case. A "request" for payment of an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (the person or other entity to whom the debtor owes money or property): Rowena Drennen, Flora Gaskin, Roger Turner, Christie Turner, John Picard, and Rebecca Picard on behalf of themselves and the Putative Class (as defined in Attachment 1)			<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent:			<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
Polsinelli Shughart PC Attn: Daniel J. Flanigan, Esq. 805 Third Avenue, Suite 2020 New York, New York 10022 (212) 644-2090 dflanigan@polsinelli.com	Walters, Bender, Strohbehn & Vaughan Attn: David M. Skeens, Esq. 2500 City Center Square, 1100 Main Kansas City, Missouri 64105 (816) 421-6620 dskeens@wbsvllaw.com	Carlson Lynch LTD Attn: R. Bruce Carlson 115 Federal Street, Suite 210 Pittsburgh, Pennsylvania 15212 (412) 322-9243 bcarlson@carlsonlynch.com	5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)().
Name and address where payment should be sent (if different from above):			
Telephone number: _____ email: _____			
1. Amount of Claim as of Date Case Filed: \$ (See Attachment 1) _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.			
2. Basis for Claim: (See Attachments 1 and 2) _____ (See instruction #2)			
3. Last four digits of any number by which creditor identifies debtor: 0043	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)	
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ Attachment 1 Annual Interest Rate _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable (when case was filed) Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ Attachment 1 Basis for perfection: _____ Amount of Secured Claim: \$ Attachment 1 Amount Unsecured: \$ _____			
6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before May 14, 2012, the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____ N/A (See instruction #6)			
7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)			
8. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #8, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:			
9. Signature: (See instruction #9) Check the appropriate box. <input type="checkbox"/> I am the creditor. <input checked="" type="checkbox"/> I am the creditor's authorized agent. <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. <input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor. (Attach copy of power of attorney, if any.) (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.) I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name: David M. Skeens Title: Attorney Company: Walters, Bender, Strohbehn & Vaughan Address and telephone number (if different from notice address above): _____ Telephone number: _____ Email: _____			
Signature:  (Signature) Date: Nov. 1, 2012 (Date)			Amount entitled to priority: \$ _____ * Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
COURT USE ONLY			

ATTACHMENT 1

**Proof of Claim against Residential Funding Company, LLC
filed by Rowena Drennen et al.**

1. Rowena Drennen,¹ Flora Gaskin, Roger Turner, Christie Turner, John Picard, and Rebecca Picard (the “**Class Claimants**”) are a representative group of the lead plaintiffs in the consolidated class action entitled In Re: Community Bank of Northern Virginia Second Mortgage Lending Practice Litigation, filed in the United States District Court for the Western District of Pennsylvania, MDL No. 1674, Case Nos. 03-0425, 02-01201, 05-0688, 05-1386 (the “**Pre-Petition Class Action**”).

2. The Class Claimants file this Proof of Claim (the “**Proof of Class Claim**”) against Debtor Residential Funding Company, LLC, f/k/a GMAC-Residential Funding Corporation (“**RFC**”) on behalf of themselves and all others similarly situated and the general public including, without limitation, all persons nationwide who obtained a second or subordinate, residential, federally related, non-purchase money, HOEPA qualifying mortgage loan from Community Bank of Northern Virginia or Guaranty National Bank of Tallahassee that was secured by residential real property used as their principal dwelling and that was assigned to RFC (“**Putative Class**”).

3. The Class Claimants estimate that there are 44,535 members of the Putative Class

4. This Proof of Class Claim asserts (for convenient summary and not in limitation) generally the following claims (“**Class Claims**” or “**Claims**”), which are described in full detail in Plaintiffs’ Joint Consolidated Amended Class Action Complaint filed in the Pre-Petition Class Action (the “**Class Action Complaint**”), a copy of which is attached to this Class Proof of Claim, and incorporated herein, as Attachment 2:

- Violations of the Real Estate Settlement Procedures Act (“**RESPA**”) for kickbacks, unearned fees and impermissible business relationships;

¹ Rowena Drennan is a member of the Official Committee of Unsecured Creditors. *See* Appointment of Official Committee of Unsecured Creditors, filed May 16, 2012 (Doc. No. 102).

- Violations of the Truth in Lending Act (“**TILA**”) and the Home Ownership and Equity Protection Act (“**HOEPA**”) for inaccurate and understated material disclosures;
- Violations of other disclosure and substantive requirements of TILA and HOEPA; and
- Violations of the Racketeer Influenced and Corrupt Organizations Act (“**RICO**”) for racketeering activities used to perpetuate and further a predatory lending scheme.

5. The Class Claimants’ current estimate (which is preliminary and without prejudice to the right of the Putative Class members to claim additional amounts as the facts and law as they may be developed may warrant) that the total amount recoverable on each individual Class Claim is, on average, \$42,076.00.

6. Class Claimants file this Proof of Claim on behalf of themselves and the Putative Class and its members individually and/or as a group with a reservation of the right to identify additional members of the Putative Class in the future.

7. The Claims are based primarily on federal statutes although there are thousands of documents that support the Claims that are too voluminous and burdensome to attach hereto.

8. No payments have been made on account of the Claims.

7. The Claims are not subject to any setoff or counterclaim.

9. No security interest is held for the Claims.

10. The Claims are asserted in addition to all other claims that Class Claimants and individual members of the Putative Class may have against the Debtor.

11. Class Claimants reserve the right to supplement, amend, or revise this Proof of Claim as necessary and appropriate.

12. For the reasons set forth in the Class Claimants’ Motion (“**Motion**”) To Apply Bankruptcy Rule 7023 And To Certify Class Claim Against Residential Funding Company, LLC

and the accompanying Memorandum in support of the Motion, and the Declaration Of R.

Frederick Walters, David M. Skeens, and R. Bruce Carlson in support of the Motion, which have been filed on or about the date of filing this Class Proof of Claim with reference hereto, Class Claimants should be allowed to pursue the Class Claims on behalf of the Putative Class.

ATTACHMENT 2
(Joint Consolidated Amended Class Action Complaint)

Proof of Claim against Residential Funding Company, LLC
filed by Rowena Drennen et al.